



## Employee Code of Ethics Policy



## Document control

Managed by	Risk & Compliance
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Policy Sponsor (if different from owner)	Chief Operating Officer
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## Contents

1. Introduction & Purpose .....	2
2. Definition .....	3
3. Scope & Application .....	4
4. Policy Statement .....	5
5. Ethical Aspects .....	5
6. Public Interest .....	6
7. Roles & Responsibilities .....	6
8. Reporting .....	6
9. Remedial Action & Sanctions .....	6
10. Approval & Effective Date .....	6
11. Review of Policy .....	7
POLICY SIGN-OFF AND OWNERSHIP DETAILS .....	7

### 1. Introduction & Purpose

- 1.1. SAICA's Employee Code of Ethics Policy is a values-based code.
- 1.2. One of SAICA's fundamental objectives for itself, its Members and Associates is to act in public interest and to safeguard the values of the Profession, which includes upholding, promoting, and enforcing the highest ethical standards, and conducting activities in such a manner as to avoid conflicts with the public interest.<sup>1</sup>

<sup>1</sup> Paragraph 4.1, 4.1.1.1 and 4.1.1.2.2 of SAICA's Constitution, as approved 26 May 2022 (Constitution).



- 1.3. SAICA has adopted and applies the majority of the recommended principles and practices of the latest King Code to the extent that it advances effective business leadership and governance in SAICA environment, towards achieving an ethical culture.<sup>2</sup>
- 1.4. All SAICA Board (“the Board”) members are required to have sound ethical reputations, subscribe to the highest levels of ethics and integrity, and the Board’s objectives require the Board to ensure that SAICA adhere to the highest standards of ethics.<sup>3</sup> The Board’s responsibilities requires that it must provide effective and ethical leadership in the best interest of SAICA, and determine SAICA’s values and ensure that SAICA’s ethics are managed effectively.<sup>4</sup>
- 1.5. The objective of this Employee Code of Ethics Policy is to institutionalise ethical standards for SAICA to exercise ethical and effective leadership. This Policy must be used to judge individual behaviour of Management, employees, and stakeholders.
- 1.6. This Policy aims to:
  - 1.6.1. appeal to all employees and stakeholders to embrace ethical conduct;
  - 1.6.2. set out principles and standards to be applied by employees and stakeholders to conduct, in decision-making and the relationship between SAICA, employees, other stakeholders and the broader society;
  - 1.6.3. ensure that ethics forms an integral part of the manner in which SAICA conducts its business;
  - 1.6.4. promote and encourage ethical behaviour within SAICA, based on SAICA’s MIPART values;
  - 1.6.5. re-affirm Management’s commitment to build and sustain an ethical corporate culture within SAICA;
  - 1.6.6. serves as the basis for accountability for ethical conduct; and
  - 1.6.7. support SAICA’s objective as a professional body to act in the public interest.

## 2. Definition

- 2.1. **“Controlled Entities/Related Entities”** means those Entities that are controlled by SAICA, i.e., Thuthuka Education Upliftment Fund, SAICA Enterprise Development and The Hope Factory and any other legal entity that may from time to time be established and controlled by SAICA;
- 2.2. **“Employee”** means any person who is employed by or works for SAICA or a Controlled Entity, who receives or is entitled to receive any remuneration or who works under the direction or supervision of SAICA or a Controlled Entity;
- 2.3. **“Management”** includes the Management Committee (ManCo), the Executive Committee (ExCo) and the Boards of the SAICA Group Entities;

<sup>2</sup> Paragraph 7 of the Board Charter- Appendix 1 to the SAICA By-laws, as approved 12 May 2022 (By-laws), read together with the definition of ‘Corporate Governance’ in King IV.

<sup>3</sup> Paragraph 6.2.5 and 6.3.1.10 of SAICA’s Constitution. Paragraph 3.11 of the Board Charter- Appendix 1 to the By-laws.

<sup>4</sup> Paragraph 5.3.1.2 of the Board Charter- Appendix 1 to the By-laws.



2.4. “**MIPART Values**” means the six values below adopted by SAICA which must be individually and collectively cultivated by Management and all employees:

2.4.1. **M - Member Centricity:** ‘We shall ensure a positive customer/member experience by striving to exceed expectations’;

2.4.2. **I – Integrity:** ‘We shall demonstrate sound moral and ethical principles in everything we do’;

2.4.3. **P - Professional Behaviour:** ‘We shall abide by laws, regulations and policies and refraining from any conduct that would bring SAICA and the profession into disrepute’;

2.4.4. **A - Accountability:** ‘We will accept full responsibility for the outcomes of our actions’;

2.4.5. **R - Respect:** ‘We shall hold SAICA and each other in high regard’; and

2.4.6. **T - Transparency:** ‘We shall encourage an open and honest environment’;

2.5. “**Stakeholder**” means a person, group, or organisation that can be reasonably expected to be significantly affected by SAICA’s business activities, outputs or outcomes, or which actions can reasonably be expected to significantly affect the ability of SAICA to create value over time including internal and external stakeholders. An “**internal stakeholder**” is directly affiliated with SAICA and includes the SAICA Board, its Management, and employees. An “**external stakeholder**” includes members, member & SAICA structures, government, service providers and business partners etc. Stakeholders are prioritized/mapped according to their level of importance and the influence, and they have on SAICA;

2.6. “**The Group**” refers to SAICA and its Controlled Entities; and

2.7. “**Value-Linked Behaviour**” or “**VLB**” means the behaviours which shall assert the MIPART values which must be demonstrated through a set of desired behaviours by all to whom this Code applies. The MIPART values have been linked to the expected behaviours and is captured in the attached **Values Linked Behaviours (VLB)** Guide, marked **Annexure ‘2’**. In addition to this guide, we attach an **Ethical Decision-Making Guideline**, marked **Annexure ‘3’**. The MI-PART values must be read in conjunction with all related codes, policies, procedures etc.

### 3. Scope & Application

3.1. This Policy applies to SAICA and its business activities and operations. This Policy applies to all SAICA employees, and service providers and other stakeholders who have adopted this Policy or the principles thereof via a contractual agreement or otherwise, irrespective of whether an offence has actually been committed or where there is only a suspicion of an offence being committed.

3.2. This Policy shall also apply to SAICA’s Controlled- and Related Entities, its business activities, and operations, and its employees to the extent that such entities have adopted a similar policy.



- 3.3. SAICA requires all its Management, employees, and its other stakeholders to adopt, adhere, uphold, promote, enforce, and have conceptual knowledge of the content of this Policy, including the necessary skill to apply, practice and resolve to implement the Policy.
- 3.4. This Policy does not replace employees' conditions of employment. The Policy is complementary to conditions of employment and reflects SAICA commitment to its adoption of these core values in its dealings with internal and external stakeholders.

## 4. Policy Statement

- 4.1. A fiduciary relationship comes into existence when an employee commences work with SAICA. Management and employees must in return for compensation and benefits render their services in good faith and must not detract from a relationship of trust with SAICA. SAICA has adopted the following policy statements:
  - 4.1.1. **Policy Statement 1:** SAICA's reputation is one of its most valuable assets, SAICA and its employees must at all times do the right thing in spite of the consequences.
  - 4.1.2. **Policy Statement 2:** Management, under the oversight of the Social Ethics and Transformation Board sub-committee (SETCO) and the Board, is committed to manage the ethics of SAICA in a manner which supports the establishment of an ethical culture through the Ethical Aspects as set out in **paragraph 5 and 6** below. Refer to **Annexure '1'** for **SAICA's Organisational Ethics Governance and Management Structure**.
  - 4.1.3. **Policy Statement 3:** SAICA identified the principles, MIPART values and VLBs, as set out in this Policy, as the foundation for Ethical conduct. SAICA expects all to whom this Policy apply to share in its commitment to high ethical, moral, and legal standards and aims to create opportunities and wherein Management and employees may voice their genuine concerns about business behaviours and decisions, or anything unethical or perceived as unethical.
  - 4.1.4. **Policy Statement 4:** Management shall confirm their support and commitment to compliance with this Policy to be applied to conduct, decision-making, and the relationship between SAICA, employees, other stakeholders, and the broader society.
  - 4.1.5. **Policy Statement 5:** The Ethical Aspects and MIPART Values shall be embedded in all aspects of SAICA in order for every employee's behaviour to be aligned and contribute effectively to the achievement of SAICA's strategy, in accordance with the VLB.

## 5. Ethical Aspects

Management and all employees are required to act and perform their duties and responsibilities in line with the following ethical aspects:

- 5.1.1. considering what is good and right;
- 5.1.2. the ability to distinguish between right and wrong; and



5.1.3. commitment towards doing what is right.

## 6. Public Interest

In addition to the above core values, SAICA has an obligation in terms of its Constitutional objectives to act in public interest and SAICA therefore requires that all employees' standards of ethical behaviour promote and maintain public interest.

## 7. Roles & Responsibilities

- 7.1. **Management** shall ensure that all SAICA employees, and all relevant service providers and stakeholders are familiar with the content of this Code and the relevant regulatory requirements, as well as subsequent amendments thereto from time to time.
- 7.2. **All employees** and other internal stakeholders of SAICA must comply with this Policy, its related policies, and regulatory requirements. Employees are personally responsible for ensuring that their conduct is ethical. Employees shall adopt, adhere, uphold, promote, enforce, and have conceptual knowledge of the content of this Policy, including the necessary skill to apply, practice and resolve to implement this Policy. Management and Self-Management VLBs are to be demonstrated by all Managers and Employees, across the business
- 7.3. **The Risk and Compliance Department and Human Capital Division** shall enforce this Code and ensure that all SAICA employees understand their responsibilities in terms of this Policy.

## 8. Reporting

- 8.1. This Code imposes a duty and responsibility on employees to report non-compliance of this Code to the Code Owner, alternatively it must be reported via the SAICA Tip-Offs Anonymous Hotline.
- 8.2. The Code Owner shall report non-compliance of this Code to the Ethics and Compliance Department at [Compliance@saica.co.za](mailto:Compliance@saica.co.za) as soon as reasonably possible and provide continuous status updates on non-compliance reports.

## 9. Remedial Action & Sanctions

It should be noted that should an employee or another stakeholder fail to adhere to this Policy, such conduct may result in disciplinary action or legal action being taken in accordance with SAICA's Disciplinary Procedures and other relevant legal procedures.

## 10. Approval & Effective Date

This Code shall be approved by SETCO and shall come into effect one month after approval, subject to the completion of implementation and the necessary training provided and awareness created by the Code Owner.



## 11. Review of Policy

11.1. This Code will be reviewed every 3 years or as required, in order to ensure that the terms are current, fair, and representative of relevant corporate and industry conditions.

SAICA reserves the right to change this Policy at any time, without prior notice and will communicate such changes to all affected.

## POLICY SIGN-OFF AND OWNERSHIP DETAILS

Policy Title	Employee Code of Ethics Policy
Related Legislation Applicable	King Code IV Report on Corporate Governance for South Africa (2016)
Related Policies, Procedures, Guidelines, Standards, Frameworks	Asset Management Policy; Board Policy on Declaration of Interests; Compliance Policy; Contract Management Policy; Delegation of Authority; Disability & Ill Health Policy; Employee Conflict of Interest Policy; Environmental Management Policy; Fraud Prevention Policy; Grievance Policy; Data and Information Governance Policy; Disciplinary Code & Policy; Documented Information Guideline; Internal Promotion & Transfer Policy; Performance Management Policy; Personal Information Protection Policy; Poor Performance Management Policy; Procurement Policy; Recruitment & Selection Policy; Remuneration & Reward Policy; SAICA's By-laws; SAICA's Constitution; SAICA's Delegation of Authority; Sexual Harassment Policy; Whistleblowing Procedure; and All other SAICA Group Policies.
Replaces	Employee Code of Ethics V2.0 (2019); Employee Code of Conduct V1.0 (2020).
Policy Owner	Executive: Risk & Compliance
Policy Sponsor (if different from Policy Owner)	Chief Operating Officer
Application	SAICA and its Controlled- and Related Entities, and Internal and External stakeholders
Functional Owners	Risk & Compliance
Status	Approved
Final Approval by	SETCO
Approval Date	17 August 2023
Version	3.0



Next review date

16 August 2026

**Sign-off:****The following party is a signatory to the content of this policy:***Signed by the Chairman of the SETCO*\_\_\_\_\_  
**Chairman of the SETCO****Date:****Revision History**

Version	Date	Revision Description & Summary of Changes (for audit trail purposes) <b>Note:</b> The Change Risk Management process must be followed where significant changes are made to this policy.	Policy Owner & Policy Sponsor
3.0	17:08:23	Minor Amendments	Executive: Risk & Compliance and Chief Operating Officer
2.0	09:12:2020	Major Revision: Legislative amendment (Approval required)	Senior Executive: Risk & Compliance & Executive Director: Governance
1.1	07:09:2012	Minor Amendments: formatting	-
1.0	2007	First draft: new policy	-

**End of Policy**



**Annexure '1'****SAICA's Organisational Ethics Governance and Management Structure**

Designation	Names
SETCO Chairperson	As appointed from time to time.
Ethics Champion	Chief Executive Officer
Operational Ethics Committee Chairperson	Chief Executive Officer
Ethics and Compliance	Project Director: Ethics & Compliance
Risk and Assurance	Risk & Assurance Manager
Human Capital management	Executive: Human Capital & Business Partners
Governance	Project Director: Commercial



**Annexure '2'**  
**Value Linked Behaviours (VLBs)**

## Values Linked Behaviours (VLBs)

- To assert the values, the values shall be demonstrated through a set of desired behaviours;
- VLBs that guide both the Managers, and the Employees are a way that we use to live our values at SAICA:
  - **Leadership/Management** behaviours are to be demonstrated by everyone who has subordinate (s);
  - **Self-Management** behaviours are to be demonstrated by everyone in SAICA, including those who have subordinate (s). A person with subordinates is also an employee;
- The VLBs will form the basis for setting the “the how” objectives (360-degree feedback process) of performance management as well as the values rewards and recognition Awards.



## Values Linked Behaviours (VLBs)



### MEMBER CENTRICITY

- *We ensure a positive member experience by striving to exceed expectations*

LEADERSHIP/MANAGEMENT BEHAVIOURS	SELF-MANAGEMENT BEHAVIOURS
1. Challenge the status quo and others to try new ways of doing things to deliver excellent customer (internal) and member service	1. Challenge the status quo and take initiative to find creative/innovative ways to deliver excellent customer and member service
2. Demonstrate knowledge and understanding of customer / member service and the cost/resource implications	2. Actively seek to understand the customers and/or members and enhance business partnering and member service
3. Enable an environment of customer centricity in all aspects of the business	3. Build relationships and strive to exceed customer/member expectations



## Values Linked Behaviours (VLBs)



### INTEGRITY

- *We demonstrate sound moral and ethical principles in everything we do*

LEADERSHIP/MANAGEMENT BEHAVIOURS	SELF-MANAGEMENT BEHAVIOURS
1. Encourage and acknowledge the right behaviours	1. Recognise right from wrong and understand ethical implications of own behaviour
2. Foster a trusting environment	2. Inspire trust and take responsibility
3. Keep promises and honour commitments made to customers/members	3. Show honesty and honour commitments to customers/members

## Values Linked Behaviours (VLBs)



### PROFESSIONAL BEHAVIOUR

- *We abide by laws, regulations and policies and refraining from any conduct that would bring SAICA and the profession into disrepute*

LEADERSHIP/MANAGEMENT BEHAVIOURS	SELF-MANAGEMENT BEHAVIOURS
1. Inspire and create a conducive environment for professionalism	1. Display confidence and professionalism in all dealings
2. Adopt a strategic and long-term change perspective	2. Respond to change in a positive way, willing to work outside of comfort zone
3. Empower subordinates to learn and grow	3. Continuously strive to learn and grow



## Values Linked Behaviours (VLBs)



### ACCOUNTABILITY

- *We individually and collectively accept full responsibility for the outcomes of our actions*

LEADERSHIP/MANAGEMENT BEHAVIOURS	SELF-MANAGEMENT BEHAVIOURS
1. Commit to what we can deliver and deliver on what we commit	1. Deliver on work commitments
2. Take ownership when things go wrong, and share the learnings	2. Take ownership for the impact of own behaviour and actions on others
3. Drive and ensure optimum performance in every aspect of the business	3. Take accountability for performance outcomes and quality

## Values Linked Behaviours (VLBs)



### RESPECT

- *We hold SAICA and each other in high regard*

LEADERSHIP/MANAGEMENT BEHAVIOURS	SELF-MANAGEMENT BEHAVIOURS
1. Enable an inclusive and diverse workplace	1. Embrace diversity and initiate constructive conversations
2. Listen to and consider different perspectives	2. Listen to and respect ideas of fellow colleagues
3. Build a trusting environment through honest conversations	3. Challenge inappropriate behaviour from colleagues

## Values Linked Behaviours (VLBs)



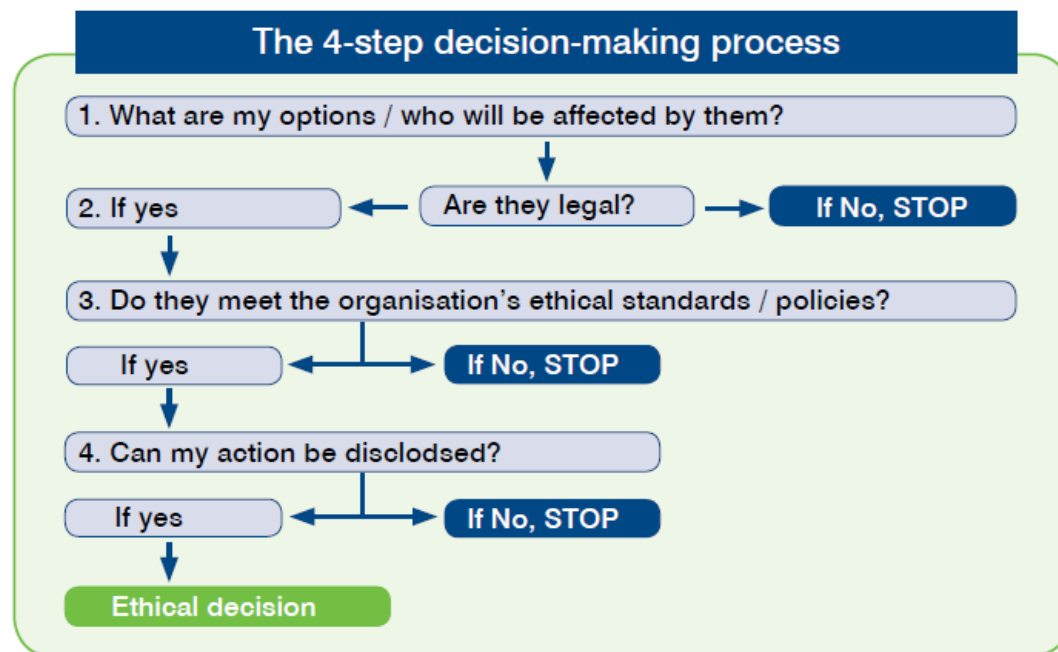
### TRANSPARENCY

- *We encourage an open and honest environment*

LEADERSHIP/MANAGEMENT BEHAVIOURS	SELF-MANAGEMENT BEHAVIOURS
1. Provide appropriate guidance and support to the team	1. Leverage knowledge, skills, and competencies from team members
2. Provide constructive feedback and communicate regularly	2. Open to constructive feedback and utilise feedback for future improvement
3. Involve team members in decision making processes	3. Contribute to decision making processes and actively share ideas and/or knowledge



## Annexure '3' Ethical Decision-Making Guideline



*Ethical decision-making model*

SAICA's recommends that employees ask themselves the following questions when they are faced with an ethical dilemma. These questions can be used to determine the possible impact of the ethical decision:

1. Is it against SAICA's ethical aspects and core values?
2. Does it feel right?
3. Is it legal?
4. Will it negatively reflect on SAICA?
5. Who can be affected by this i.e., SAICA members, employees etc.?
6. Would you be embarrassed when others were to find out about this?
7. Is there an alternative?
8. How would it be perceived in the media?
9. What would a reasonable person think?
10. Can you sleep at night?